«APPROVED BY» the decision of the Board of Directors of Rosseti Centre, PJSC «04» February 2022 (Minutes dated «04» February 2022 # 04/22)

## THE REGULATION ON INFORMATION POLICY of Public Joint stock company «Rosseti Centre» (Rosseti Centre, PJSC)

**Moscow** 2022

### Contents

1. Basic terms and definitions	.3
2. General provisions	.7
3. Goals and objectives	. 8
4. Principles of information openness of the Company	.9
5. Disclosure by the Company of non-financial and other additional information	11
<ul> <li>6. Procedure for disclosure of information by the Company</li> <li>7. Approaches and criteria for determining, as well as the procedure and terms for disclosing information that can have a significant impact on the assessment of the Company and the value of securities (material information)</li> </ul>	its
8. Terms and procedure for providing shareholders and other stakeholders with access to information and documents of the Company информации и документам Общества	
9. Disclosure of information by officials of the Company	21
10. Measures to ensure control over compliance with the information policy of the Company	22
Appendix 1	24
Appendix 2	27
Appendix 3	29
Appendix 4	31
Appendix 5	33

## 1. Basic terms and definitions

Company/Issuer	Public Joint stock company «Rosseti Centre» (hereinafter referred to as the Company, Rosseti Centre, PJSC)
Rosseti Centre's Group of Companies	The Company and legal entities controlled by it
Legal entity controlled by the Company	Legal entity directly or indirectly controlled by the Company
A legal entity controlled by the Company that is material to it (a significant controlled legal entity)	A legal entity controlled by the Company that is material to it (significant controlled legal entity) A legal entity controlled by the Company that, according to the Company's consolidated financial statements, accounts for at least 5 (Five) percent of the consolidated value of assets or at least 5 (Five) percent of consolidated income, as well as another legal entity controlled by the Company, which, in the opinion of the Company, has a significant impact on its activities, financial position and (or) financial results of its activities
Internal documents of the Company	Documents approved by the management bodies of the Company in accordance with their competence, determined by the legislation of the Russian Federation and the Articles of Association of the Company, containing norms (rules) of a general nature intended to regulate the management, financial, commercial, production, economic, personnel and other functional activities of the Company
Corporate governance	The system of relations between the General Director of the Company, the Board of Directors of the Company, shareholders of the Company and other stakeholders. Corporate governance is a tool for determining the goals of the Company and the means to achieve these goals, as well as ensuring effective control over the activities of the Company by shareholders and other stakeholders
Disclosure of information	Ensuring access to information, provided in accordance with the requirements of regulatory legal acts of the Russian Federation, as well as to information disclosed in accordance with the Company's internal documents, to all persons interested in this, regardless of the purpose of obtaining this information, in accordance with a procedure that guarantees its location and receipt

	Ensuring access to information, provided in accordance with the requirements of regulatory legal acts of the Russian Federation, as well as to information disclosed in accordance with the Company's internal documents, to all persons interested in this, regardless of the purpose of obtaining this information, in accordance with a procedure that guarantees its location and receipt
Information policy	A set of basic principles and measures applied by the Company in order to respect the rights of all stakeholders to access reliable and objective information about the Company in order to communicate it to shareholders and stakeholders to the extent necessary for them to make informed investment and management decisions or make other actions affecting the financial and economic condition of the Company, as well as strengthening business reputation
Public information	Information that does not require privileges to access it or is subject to disclosure in accordance with the law
Confidential information	Information subject to a requirement not to transfer such information to third parties without the consent of its owner
Trade secret	Information confidentiality regime that allows its owner, under existing or possible circumstances, to increase income, avoid unjustified expenses, maintain a position in the market for goods, works, services, or obtain other commercial benefits
Disclosed information	Information subject to disclosure
Parties/persons interested in information disclosure	A group of persons (person) that may influence the Company's activities or may be influenced by the Company's activities, services provided by the Company and related actions. The specific list of stakeholders/persons is determined by the Company when preparing the Non-Financial Report
Investment community	Investors, analysts, professional participants in the securities market, rating agencies, other specialized and consulting organizations in the field of finance and investment

Material fact	Information that, if disclosed, may have a significant impact on the value or quotations of the Company's equity securities and (or) the decision to acquire or dispose of the Company's equity securities by any interested person acting reasonably and in good faith
Insider information	Accurate and specific information that has not been disclosed (including information constituting commercial, official, banking secrets, communication secrets (in terms of information on postal money transfers) and other secrets protected by law) and the dissemination of which may have a significant impact on the prices of financial instruments, foreign currency and (or) goods
Significant transactions of the Company and legal entities controlled by it	Major transactions, related party transactions, as well as the following other transactions made by the Company and (or) legal entities controlled by it: 1) transactions for the sale of shares (stakes) in legal entities controlled by the Company, which are of significant importance to it, as a result of which the Company loses control over such legal entities; 2) transactions with the property of the Company or legal entities controlled by it (including related transactions committed by the Company, one and (or) several legal entities controlled by it), the value of which exceeds the amount specified in the Articles of Association of the Company or which is essential for the economic activity of the Company; 3) creation of a legal entity controlled by the Company, which is essential for the activities of the Company

Material information	Information about important events (actions) that have already taken place or will take place in the financial and economic activities or corporate governance of the Company (legal entities controlled by the Company that are material to the Company) that, in the opinion of the Company, have a significant impact on the value or quotations of securities of the Company and (or) to make a decision on the acquisition or disposal of the Company's securities by any interested person acting reasonably and in good faith, disclosed by the Company in accordance with Chapter 50 of the Bank of Russia's Regulation No. 714-P dated 27.03.2020 «On Disclosure of Information by Issuers of Equity Securities»
Telephone/internet/video conference	An event organized via telephone/internet/video communication with the participation of interested persons and authorized representatives of the Company, dedicated to summing up the results of the financial year, a key event (news) in the activities of the Company, a decision of the Company's management body. During the conference, authorized representatives of the Company answer questions from stakeholders and provide their comments on the event (news, decisions) under discussion
Non-financial information	A set of information and indicators reflecting the Company's goals, its strategy, management approaches, risk management system, interaction with stakeholders, in conjunction with the planned contribution of the Company's activities to the achievement of sustainable development, national strategic goals on environmental issues, social sphere and economy, the results of the Company's activities in terms of its impact on the environment (ecology), social sphere and economy, as well as taking into account in the Company's activities factors related to the environment (including environmental factors and factors related to climate change), society (social factors) and corporate governance, risks and opportunities associated with these factors

Factors related to the environment (including environmental and climate change factors), society (social factors) and corporate governance. In international practice, the term "ESG - Environmental, Social and Governance" is used
Annually published by the Company integrated annual report or report on social responsibility and corporate sustainable development, compiled in accordance with internationally recognized non- financial reporting standards

### 2. General provisions

This Regulation on Information Policy of Rosseti Centre, PJSC (hereinafter 2.1. referred to as the Regulation) was developed in accordance with Federal Law No. 208-FZ of December 26, 1995 "On Joint Stock Companies", Federal Law No. 39-FZ of April 22, 1996 "On the Securities Market", other regulatory legal acts of the Russian Federation, the Bank of Russia's Regulation No. 714-P dated March 27, 2020 "On Disclosure of Information by Issuers of Equity Securities" (registered with the Russian Ministry of Justice on April 24, 2020 No. 58203), recommendations of the Corporate Governance Code approved by the Board of Directors of the Bank of Russia on March 21, 2014 and recommended for use by Letter No. 06-52/2463 of the Bank of Russia dated April 10, 2014 "On the Corporate Governance Code" (hereinafter referred to as the Corporate Governance Code of the Bank of Russia), the Bank of Russia's Information Letter No. IN-06- dated July 12, 2021 28/49 "On recommendations for disclosure by public joint-stock companies of non-financial information related to activities of such companies", the Bank of Russia's Information Letter dated July 26, 2021 No. IN-06-28/56 "On Recommendations on Disclosing Information by Issuers of Equity Securities in the Form of a Notice of Material Fact Established by Chapter 50 of the Bank of Russia's Regulation No. 714-P dated March 27, 2020 "On Disclosure of Information by Issuers of Equity Securities", the Articles of Association the Company, internal documents of the Company, as well as the rules established by the organizers of trades (exchanges) on which the Company's securities are traded, Russian and international corporate governance practices.

2.2. The Regulation is an internal document of the Company that defines:

- goals, principles and procedures for disclosure of information by the Company;

- a list of information disclosed by the Company in addition to the requirements of the legislation of the Russian Federation on the securities market and the legislation of the Russian Federation on joint-stock companies;

- the terms during which access to the information disclosed by the Company must be provided;

- the procedure for communication between members of management bodies, officials and employees of the Company with shareholders, investors, representatives of the media and other stakeholders;

- measures to ensure control over compliance with the information policy of the Company, taking into account restrictions on access to information constituting a state,

commercial or other secret protected by law, as well as insider information.

### 3. Goals and objectives

3.1. The main goals and objectives of this Regulation are:

• protection of the rights and legitimate interests of the Company's shareholders;

• compliance with the requirements of the legislation of the Russian Federation and market regulators in terms of mandatory disclosure of information by a joint-stock company;

• establishment of goals and principles for disclosure of mandatory and additional information that helps to increase information openness and transparency of relations between the Company and shareholders, creditors, potential investors of the Company, professional participants in the securities market, government agencies, and other stakeholders;

• establishment of approaches and criteria for determining information that can have a significant impact on the assessment of the Company and the value of its securities;

• determining the rules and procedure for presenting information about the Company to all stakeholders (including information channels through which disclosure should be made and forms of disclosure);

• determination of the list of information, the obligation to disclose which is assumed by the Company in addition to the disclosure of information provided for by the regulatory legal acts of the Russian Federation;

• ensuring timely and complete disclosure of reliable and objective information about the Company, sufficient for shareholders, creditors, potential investors and other stakeholders to make investment and management decisions related to their participation in the Company;

• determining the procedure for communication between members of management bodies, officials and employees of the Company with shareholders and investors, as well as representatives of the media and other stakeholders;

• determination of measures to ensure control over compliance with the information policy of the Company;

• improvement of the Company's corporate governance.

### 4. Principles of information openness of the Company

4.1. The Company shall promptly disclose complete, up-to-date and reliable information about the Company in order to enable the Company's shareholders and investors to make informed decisions.

Disclosure by the Company of information is carried out in accordance with the principles of regularity, consistency and efficiency, as well as the availability, reliability, completeness and comparability of the disclosed data.

4.2. The principle of regularity, consistency and promptness of information disclosure in the practice of corporate governance of the Company is implemented by ensuring:

1) the continuity of the information disclosure process. To do this, the Company has a procedure that ensures the coordination of the work of all services and structural subdivisions of the Company related to the disclosure of information or whose activities may lead to the need to disclose information; 2) disclosure of information that may significantly affect the assessment of the Company and the value of its securities, as soon as possible;

3) prompt provision of information about the position of the Company in relation to rumors or inaccurate data that form a distorted view of the assessment of the Company and the value of its securities, which jeopardizes the interests of shareholders and investors.

4.3. In accordance with the principle of availability of disclosed information, the Company uses a variety of channels and methods of information disclosure, primarily electronic, accessible to the majority of stakeholders, which provide free and easy access for stakeholders to the information disclosed by the Company free of charge and without performing special procedures to familiarize themselves with it.

In parallel with the disclosure of information in Russian, the Company seeks to disclose information about the Company (including the notice of the meeting of shareholders, the Company's annual report, accounting (financial) statements) in English and provides free access to it.

4.4. In order to comply with the principles of reliability, completeness and comparability of the disclosed data, the Company ensures that:

1) the disclosed information was understandable and consistent, and the data were comparable (it was possible to compare the Company's performance for different periods of time);

2) the information provided by the Company was objective and balanced. When covering its activities, the Company does not shy away from disclosing negative information about itself, which is essential for shareholders and investors;

3) when disclosing financial and other information, it was ensured its neutrality, that is, the independence of the presentation of this information from the interests of any persons or their groups. Information is not neutral if the choice of its content or form of presentation is intended to achieve certain results or consequences.

4.5. The Company strives to avoid a formal approach to information disclosure and provides full, accurate and timely disclosure of financial results, risks and other information that is essential for investors' decision-making, even if disclosure of such information is not provided for by the regulatory legal acts of the Russian Federation.

4.6. Information openness of the Company is based on the maximum realization of the rights of shareholders, their representatives, potential investors and other stakeholders to receive information about the Company's activities. The prerequisites for this are:

• protection of information of limited access, including information constituting a state, commercial or other secret protected by law, as well as insider information;

• compliance with the rules for dissemination and use of insider information established by the Company's internal documents.

Restriction of access to information constituting a state, commercial or other secret protected by law, as well as insider information is carried out in accordance with the requirements of the legislation of the Russian Federation, as well as the procedures determined by the internal documents of the Company.

### 5. Disclosure by the Company of non-financial and other additional information

5.1. In order to follow the best corporate governance practices that ensure a high degree of transparency, the Company does not limit itself to disclosing information, the list of which is approved by the regulatory legal acts of the Russian Federation.

5.1.1. The list of information disclosed by the Company in addition to the

requirements of regulatory legal acts of the Russian Federation (additional disclosure) is given in Appendix 1 to this Regulation.

5.1.2. The list of individual decisions of the Board of Directors of the Company disclosed by the Company additionally in comparison with the requirements of Clause 15.1 of Chapter 15 of Section V of the Bank of Russia's Regulation No. 714-P dated March 27, 2020 "On Disclosure of Information by Issuers of Equity Securities" (hereinafter referred to as the Bank of Russia's Regulation dated March 27, 2020 No. 714-P), is given in Appendix 2 to this Regulation.

5.1.3. The Company, in accordance with the requirements of the legislation of the Russian Federation and the recommendations of the Corporate Governance Code of the Bank of Russia, ensures the preparation and disclosure of the annual report, which provides shareholders and investors with a complete picture of the Company's activities and development for the reporting year. For this purpose, the Company seeks, in addition to the information provided for by the legislation of the Russian Federation, to include additional information in the annual report. The list of such information is given in Appendix 3 to this Regulation.

5.1.4. Measures for additional information support during the General Meetings of Shareholders of the Company are given in Appendix 4 to this Regulation.

5.1.5. The Company discloses material non-financial information that will allow to form an objective and comprehensive view of the Company's impact on the environment (including climate), the social sphere (including the observance of human rights) and the economy, as well as the consideration by the Company of ESG factors, risks and opportunities associated with such factors that have a significant impact on the development of the Company, performance indicators of its activities and its position in the market. Non-financial information is disclosed in the form of the Company's Non-Financial Report.

5.2. Disclosure by the Company of non-financial information is carried out on the basis of the list of material topics related to the activities of the Company.

The list of material topics related to the activities of the Company is determined by the Company annually when preparing the Non-Financial Report of the Company, including by questioning stakeholders.

5.3. Approaches to the definition of material topics related to the activities of the Company.

5.3.1. The Company discloses material information on certain material topics related to its activities, based on approaches, methods and using indicators defined in generally recognized international standards.

5.3.2. The information to be disclosed must cover topics and indicators that reflect the significant impact of the Company on the economy, environment and society or may significantly affect the assessments and decisions of stakeholders.

5.3.3. To determine whether information is material, the Company uses a combination of internal and external factors:

External factors:

- the main interests/ topics and indicators raised by stakeholders in the field of sustainable development;

- the main themes and issues related to the prospects for the industry, raised by peer organizations and competitors;

- applicable regulatory legal acts, international agreements or voluntary agreements and initiatives of strategic importance for the Company and stakeholders;

- sustainability impacts, risks or opportunities that can reasonably be estimated (e.g.

global warming) identified through conscientious research by persons with recognized qualifications or expert bodies of recognized authority in their respective fields.

Internal factors:

- key values of the Company, its policies, strategies, current management systems, goals and objectives;

- interests/expectations of stakeholders who have made their specific contribution to the Company's success (employees, shareholders, suppliers);

- significant risks for the Company's activities.

### 6. Procedure for disclosure of information by the Company

6.1. The Company discloses information in Russian and seeks to disclose information in English in all cases where this is permitted by the legislation of the Russian Federation, and does not contradict the essence of disclosure of information in a particular case (interviews, public statements in conditions that do not allow simultaneous translation, etc.). The Company seeks to synchronize the disclosure of information in Russian and English.

6.2. The Company carries out mandatory disclosure of information by publishing it in print media in cases where this is provided for by applicable law and the Articles of Association of the Company.

6.3. The terms, composition, method and procedure for the mandatory disclosure of information by the Company are determined by the relevant regulatory requirements.

6.4. The Company discloses additional information about itself and its activities promptly and taking into account its relevance and materiality for making investment decisions by stakeholders. The terms during which access to disclosed information must be provided are determined by the legislation of the Russian Federation and organizational and administrative documents of the Company.

6.5. The text of the Company's Non-Financial Report is disclosed by publishing it on the Company's website in the information and telecommunication network Internet (hereinafter referred to as the Company's website, Internet) and is available for at least 3 (Three) years from the date of its publication.

6.6. The Company discloses information by disseminating it in the following ways:

6.7.1. Disclosure in the News feeds of authorized news agencies, as well as on the Internet page provided by the news agency.

In accordance with the Bank of Russia's Regulation No. 714-P dated March 27, 2020, the Company, in the cases provided for by regulatory legal acts of the Russian Federation, discloses messages, including messages about material facts, in an information resource updated in real time and provided by a news agency (News feed) in the amount and terms stipulated by the legislation of the Russian Federation.

The Company publishes information in the News feed of the information agency limited liability company "Interfax - Corporate Information Disclosure Center", accredited by the Bank of Russia for the implementation of such actions (hereinafter - the Information Distributor - Interfax-CRKI LLC), at the address: <u>http://www.e-disclosure.ru/.</u>

For publication on the Internet, with the exception of publications in the News feed, as well as in other cases established by the regulatory legal acts of the Russian Federation, information subject to mandatory disclosure in accordance with the legislation of the Russian Federation, the Company uses the Internet page provided by the Information Distributor - LLC Interfax-CRKI, <u>https://www.e-disclosure.ru/portal/company.aspx?id=7985</u>.

The Company may publish information in the News feed and use the Internet page

provided by another information agency, which is duly authorized by the Bank of Russia to carry out actions to disclose information about securities and other financial instruments.

The Company organizes the distribution of information messages in Russian about the main events of its activities via e-mail to representatives of the investment community and in the media after the official disclosure of this information in the News feed.

6.7.2. Disclosure of information on the Company's website.

The Company publishes on the Company's website information about its activities, about business entities in which the Company participates in the authorized capital, as well as documents, press releases, presentations, messages, news, articles, interviews, answers to frequently asked questions of shareholders and other information provided for the legislation of the Russian Federation, internal documents of the Company, as well as the best corporate governance practices.

The Company's website has Russian and English versions. The Company's website address: <u>http://www.mrsk-1.ru</u> – disclosure in Russian; <u>http://www.mrsk-1.ru/en/</u> – disclosure in English.

6.7.3. Disclosure of information in official publications.

The Company performs mandatory disclosure of information by publishing it in print media in cases stipulated by the legislation of the Russian Federation, the Articles of Association and internal documents of the Company.

6.7.4. The Company regularly holds meetings with representatives of the investment community, participates in Russian and international investment conferences (if invited).

Representatives of the Company participating in events involving the disclosure of information about the activities of the Company, as well as the topics of information to be disclosed, obtained on the basis of publicly available and disclosed information by the Company, are determined by the Deputy General Director/head of the structural unit of the Company, to whom the invitation to participate in this event was received, in agreement with the structural unit of the Company, authorized to interact with shareholders, investors and/or the structural unit of the Company, authorized to interact with the public and the media.

Authorized representatives of the Company (from among the employees of the Company) participating in events involving the disclosure of information about the activities of the Company are responsible for disclosing information (speeches, comments, interviews, publications, etc.) containing state, commercial or other secrets protected by law, or insider information.

# 7. Approaches and criteria for determining, as well as the procedure and terms for disclosing information that can have a significant impact on the assessment of the Company and the value of its securities (material information)

7.1. When deciding to classify information on financial and economic activities or corporate governance as material information, the Company proceeds from the principle:

1) the reasonableness and good faith of the actions of the investor or another stakeholder. According to this principle, information may be classified by the Company as material if its disclosure may, in particular, have a significant impact on the decision to acquire or alienate the Company's issue-grade securities by an investor or another stakeholder acting reasonably and in good faith;

2) the completeness of the information provided. According to this principle,

information may be classified by the Company as material if, in the opinion of the Company, the failure to receive information or its receipt in an incomplete volume may affect the adoption by investors or other stakeholders of decisions to acquire or alienate the Company's securities;

3) taking into account the quantitative and qualitative characteristics of information. According to this principle, the information may be classified by the Company as material if, in the opinion of the Company, the nature of the information or the quantitative significance of the information, or a combination of the nature and quantitative significance of the information may have a significant impact on the decision to acquire or dispose of the Company's issue-grade securities;

4) relation. According to this principle, the information disclosed by the Company as material may be related both directly to the Company itself and to legal entities controlled by the Company that are material to it.

7.2. When making a decision to classify information on financial and economic activities or corporate governance as material information, the Company analyzes the following information:

1) results of financial and economic activities of the Company (legal entities controlled by the Company that are of significant importance to the Company) and (or) expectations in relation to them;

2) indicators characterizing the financial condition of the Company (legal entities controlled by the Company that are of significant importance to the Company) and (or) expectations in relation to them;

3) major new developments in the activities of the Company (legal entities controlled by the Company that are material to the Company), in the industry of the Company's economic activity (legal entities controlled by the Company that are material to the Company), in countries and global capital markets where the Company is present (legal entities controlled by the Company that are material to the Company);

4) factors related to the environment (including environmental factors and factors related to climate change), society (social factors) and corporate governance that have a significant impact on the business of the Company (legal entities controlled by the Company that are material to the Company), and the risks associated with them;

5) changes in the legislation of the Russian Federation, in accordance with which the financial and economic activities of the Company (legal entities controlled by the Company that are of significant importance to the Company) are carried out;

6) previously disclosed information related to the activities of the Company (legal entities controlled by the Company that are material to the Company).

7.3. Material information is disclosed by the Company in accordance with the Indicative List given in Appendix 5 to this Regulation.

7.4. Information is subject to disclosure by the Company as material information in accordance with Chapter 50 of Section V of the Bank of Russia's Regulation No. 714-P dated March 27, 2020, provided that such information simultaneously meets the following two criteria:

1) information is not subject to disclosure by the Company in the form of other notices of material facts established by Section V of the Bank of Russia's Regulation No. 714-P dated March 27, 2020;

2) information, in the opinion of the Company, may have a significant impact on the value or quotations of its securities.

7.5. Material information is disclosed by the Company by publishing a notice of a

material fact about other events (actions) that, in the opinion of the issuer, have a significant impact on the value or quotations of its securities, as provided for in Chapter 50 of Section V of the Bank of Russia's Regulation dated March 27, 2020 No. 714-P, in the News feed no later than 1 (One) business day from the moment of occurrence of the said material fact. The moment of occurrence of a material fact about other events (actions) that, in the opinion of the issuer, has a significant impact on the value or quotations of its securities, is one of the following dates:

- the date of occurrence of the event (performance of the action), and if the event occurs in relation to a legal entity controlled by the Company that is of significant importance to the Company – the date, when the Company knew or should have known about the occurrence of the event (performance of the action);

- the date of drawing up the minutes (the date of expiration of the period established by the legislation of the Russian Federation for drawing up the minutes) of the meeting (session) of the authorized management body of the Company or a legal entity controlled by the Company that is of significant importance to the Company, if the event (action) is related to the decision taken by a collegial management body of the Company or a legal entity controlled by the Company that is of significant importance to the Company, or is related to the said decision.

When disclosing material information, the Company uses "meaningful" headings that correspond to the subject of the message.

# 8. Terms and procedure for providing shareholders and other stakeholders with access to information and documents of the Company

8.1. Information and documents of the Company are provided to shareholders and other stakeholders in accordance with the legislation of the Russian Federation and internal documents of the Company.

8.2. The legislation of the Russian Federation differentiates the scope of the right of access to documents and information of the Company depending on the number of voting shares owned by a shareholder of the Company. Shareholders with the same scope of rights should be given equal access to the documents and information of the Company.

8.3. The Company provides access to the information disclosed by it within the time limits established by the regulatory legal acts of the Russian Federation, the Articles of Association and internal documents of the Company.

8.4. Providing shareholders and other stakeholders with access to information and documents of the Company is carried out through:

- formal response to individual requests/requirements;
- provision of copies of documents on the basis of a request;

• providing access to documents for review in the premises of the Company's executive body (at the location of the Company's executive body);

• placement of information and documents on the Company's website;

• sending information in electronic form via the Internet, including to the e-mail address specified in the request, provided that this does not contradict the legislation of the Russian Federation;

• hotline for shareholders;

• organizing a forum for shareholders on the agenda of the General Meeting of Shareholders;

• answers to questions at the General Meeting of Shareholders of the Company.

8.5. The Company provides access to information and documents of the Company, subject to provision to shareholders in accordance with the legislation of the Russian Federation, on the basis of requirements, in the manner and within the time limits stipulated by the legislation.

The Company provides copies of documents in the form (paper or electronic) of their storage by the Company. Copies of documents may also be provided in the form specified in the request.

If the request made by the shareholder of the Company contains signs of abuse by the shareholder of the right to access information and/or documents of the Company, the Company has the right to raise objections to the fulfillment of the requirements of the shareholder with a reasoned refusal.

8.6. The Company charges a fee for providing copies of the requested documents, not exceeding the cost of their production.

The calculation of the costs of replicating documents at the requests/ requirements of the shareholders and payment details are posted on the Company's website and on the Internet page provided by the information agency.

If a person fails to pay the Company's expenses for making copies of documents on an earlier received and executed request, the period for providing copies of the Company's documents on subsequent requests of the specified person is calculated from the date of receipt of such payment.

8.7. If the request (in simultaneously received requests) requires copies of a significant amount (more than 10 (Ten) documents and/or more than 200 (Two hundred) pages), the Company has the right to extend the deadline for providing copies of documents, but not more than 20 (Twenty) working days with simultaneous notification of such an extension of the term and its reasons to the person who sent the corresponding request.

The Company has the right to raise objections against the fulfillment of the requirements of the shareholder if, from the point of view of the Company, the nature and/or volume of the requested information (documents) indicate the presence of signs of abuse by the shareholder of the right to access information (documents) of the Company.

8.8. If there are typographical errors and other minor shortcomings in the request for the provision of documents for familiarization or for the provision of copies of documents, the Company does not refuse to satisfy the request. If there are significant shortcomings that do not allow the Company to satisfy the shareholder's request, the Company informs the stakeholder about them and provides an opportunity to correct them.

8.9. In order to balance the interests of shareholders and the economic security of the Company, the Company's internal documents provide for a regime of confidential information, including commercial secrets.

Documents containing information constituting a commercial secret and other confidential information of the Company are provided to shareholders subject to the signing of an information non-disclosure agreement (confidentiality agreement).

The term for fulfilling the obligation to provide documents containing information constituting a trade secret and other confidential information of the Company is calculated no earlier than from the moment of signing a confidentiality agreement between the Company and the shareholder (his representative) who requested access to documents.

The terms and form of the confidentiality agreement are the same for all shareholders and are posted on the Company's website, as well as on the Company's website on the Internet, provided by the news agency. In the case of a group application of shareholders, this agreement must be signed by each of them, and in case of granting access to documents to the representative of the shareholder by proxy, both by the shareholder and his representative.

8.10. Information and documents of the Company are provided to stakeholders who are not shareholders of the Company and representatives of the media, on the basis of their requests, if such information does not refer to information containing state, commercial or other secrets protected by law and is not insider information.

8.11. The Company produces printed or otherwise made informational materials (brochures, booklets and other materials) about the Company, including for the purpose of providing them to shareholders.

8.12. The Company publishes messages, articles, interviews, materials and other information in periodicals distributed in the territory of the Russian Federation, as well as abroad, as the need for such publication arises.

8.13. The Company ensures regular provision of information - informing shareholders and investors about the results of activities and plans for making an informed decision regarding its securities. For these purposes, the Company posts information on the Company's website, sends information messages, maintains a specialized "hot line", provides feedback to representatives of the investment community.

8.14. The Company, through a structural unit authorized to interact with the public and the media, organizes press conferences, briefings on important events that are taking place or will take place in the Company, disseminates official information, comments in the media about the activities and development prospects of the Company, responds to inquiries of media representatives.

The Company organizes the distribution of information messages and comments to the media in Russian and, if necessary, in English about the main events of its activities at the request of the media.

8.15. To maintain securities in the quotation lists of Russian stock exchanges, the Company provides reports on compliance with corporate governance standards, as well as other information and documents in accordance with the listing rules (admission of securities to trading), the requirements of the legislation of the Russian Federation and the Bank of Russia's regulations.

If the Company receives a request for information from an organizer of securities trading, the Company shall provide such information in the manner and within the time limits specified by the legislation of the Russian Federation.

8.16. Use of official pages of the Company in social networks.

In order to maintain a constant dialogue with stakeholders, the Company maintains official pages on social networks.

Information support of the Company's activities in social networks is carried out by employees of the structural unit authorized to interact with the public and the media, on the basis of the Company's internal documents.

8.17. The Company regularly informs employees on issues of its activities and development, management decisions. Employees receive both internal and public information, increase the level of knowledge about the Company and legal entities controlled by it.

### 9. Disclosure of information by officials of the Company

9.1. Collection, preparation and disclosure of information about the Company's

activities is carried out by officials performing the functions of information disclosure in accordance with the Company's internal documents.

9.2. The right to speak publicly in the media on behalf of the Company on activities of the Company and its subsidiaries is vested in the Chairman and members of the Board of Directors of the Company, the General Director of the Company and the head of the structural unit authorized to interact with the public and the media, who, if necessary, can delegate this right to other employees of the executive office of the Company, its branches and controlled companies in the manner prescribed by the internal documents of the Company.

9.3. The persons specified in paragraph 9.2 of this Regulation have the right to comment on activities of the Company within their competence, subject to restrictions on the disclosure of information constituting a state, commercial or other secret protected by law, as well as insider information.

9.4. The Chairman of the Board of Directors of the Company or a member of the Board of Directors of the Company authorized by him has the right to officially comment on decisions taken by the Board of Directors of the Company, as well as express his point of view on issues considered at meetings of the Board of Directors of the Company, taking into account restrictions on the disclosure of information constituting state, commercial or other protected secrecy law, as well as insider information.

If information on decisions of the Board of Directors of the Company is subject to mandatory disclosure in accordance with the legislation of the Russian Federation, the Chairman of the Board of Directors of the Company or a member of the Board of Directors of the Company authorized by him may comment on decisions taken at a meeting of the Board of Directors of the Company after the official disclosure of the said information in the manner and terms provided by the legislation of the Russian Federation.

9.5. The persons specified in paragraphs 9.2 and 9.4 of this Regulation are not entitled to comment and answer questions regarding the financial results and indicators of the Company before their official disclosure in accordance with the legislation of the Russian Federation.

9.6. Chairmen of the Committees of the Board of Directors of the Company, members of the Committees of the Board of Directors of the Company and persons authorized by the Company have the right to comment on and bring to the attention of stakeholders information on decisions taken at meetings of the Committees of the Board of Directors of the Company, guided by the principles of reasonableness and responsibility, as well as restrictions on disclosure of information, constituting a state, commercial or other secret protected by law, as well as insider information.

9.7. The persons specified in paragraphs 9.2, 9.4 and 9.6 shall be liable to the Company for the disclosure of confidential and insider information in the manner and to the extent established by the legislation of the Russian Federation and the Company's internal documents.

# 10. Measures to ensure control over compliance with the information policy of the Company

10.1. This Regulation is approved by the decision of the Board of Directors of the Company. The decision to introduce amendments and additions to this Regulation, as well as to recognize this Regulation as invalid is made by the Board of Directors of the Company.

10.2. Control over the implementation of this Regulation is carried out by the Board of Directors of the Company.

10.3. Responsibility for the completeness and reliability of the disclosed information about the Company and its activities lies with the General Director of the Company.

The General Director of the Company ensures the procedures for preparation, approval, control of the content and terms of disclosure of information, the proper system for storing documents of the Company, the functionality and safety of information resources.

10.4. In order to exercise control over compliance with the information policy, the Board of Directors of the Company annually reviews the Report on compliance with the information policy.

Appendix 1 to the Regulation on the Information Policy of Rosseti Centre, PJSC

# The list of information disclosed by Rosseti Centre, PJSC on the Company's website additionally in comparison with the requirements of the law of the Russian Federation on the securities market

1. General information about Rosseti Centre, PJSC:

1) History of the development of the Company;

2) Information about the mission, strategy, corporate values, tasks of the Company and policies adopted by the Company;

3) Information about the registrar of the Company, as well as about the transfer agents of the registrar of the Company;

4) Investor's calendar;

5) Contact information for all interested parties.

2. Information on the corporate governance system in Rosseti Centre, PJSC:

1) On the organization and general principles of corporate governance applied in the Company;

2) About the General Director of the Company, including biographical data sufficient to form an idea of the personal and professional qualities of the General Director of the Company (including information about his age, education, qualifications, experience), information about the positions he occupies or has held during at least 5 (Five) last years in the management bodies of other legal entities;

3) On the composition of the Board of Directors of the Company, indicating the Chairman, his Deputy, as well as biographical data sufficient to form an idea of the personal and professional qualities of members of the Board of Directors (including information about their age, education, current place of work, qualifications, experience), an indication of when each director was first elected to the Board of Directors, membership in the Boards of Directors of other companies, information about whether they are independent directors, as well as information about the positions they hold or have held for at least 5 (Five) last years in the management bodies of other legal entities;

4) On the loss by a member of the Board of Directors of the Company of the status of an independent director;

5)On the composition of Committees of the Board of Directors of the Company, indicating the Chairman and independent directors in the composition of the Committees;

6) Information about the internal control system and the risk management system.

3. Information on activities of the governing bodies of Rosseti Centre, PJSC, as well as on activities of the Committees of the Board of Directors of Rosseti Centre, PJSC<sup>1</sup>:

1) Information about the General Meetings of Shareholders, including materials for meetings of shareholders and the results of the General Meetings of Shareholders of the Company, including minutes of the General Meetings of Shareholders;

2) Decisions of the Board of Directors of the Company;

3) Decisions of the Committees of the Board of Directors of the Company;

<sup>&</sup>lt;sup>1</sup> Subject to restrictions on the disclosure of information containing state, commercial or other legally protected secrets, as well as insider information.

4) Information on procedures for convening, procedures for submitting issues to the agenda of the annual and extraordinary General Meetings of Shareholders.

5) Information on the capital structure of Rosseti Centre, PJSC:

1) Information on the number of shareholders of the Company;

2) Information on the number of voting shares, broken down by categories (types) of shares, as well as on the number of shares at the disposal of the Company and legal entities controlled by it;

3) Information about persons who directly or indirectly own shares and (or) dispose of votes on shares amounting to five or more percent of the authorized capital or ordinary shares of the Company;

4) The Company's statement that the Company has no information about the existence of shareholdings in shares exceeding 5 (Five) percent, in addition to those already disclosed by the Company;

5) Information on the possibility of acquiring or on the acquisition by certain shareholders of a degree of control disproportionate to their participation in the authorized capital of the Company, including on the basis of shareholder agreements;

6) Changes of the Company's share price;

7) Reviews on the stock market.

4. Information on financial activities and financial condition of Rosseti Centre, PJSC:

1) Explanations of the executive bodies of the Company to the annual financial statements of the company, including an analysis of the financial condition and results of its activities (MD&A), including an analysis of profitability, financial stability, assessment of changes in the composition and structure of assets and liabilities, assessment of current and prospective liquidity of assets, a description of factors affecting the Company's financial condition and trends that may affect the Company's activities in the future;

2) Auditor's report to the annual consolidated financial statements and opinion on the results of the review of the interim condensed consolidated financial statements;

3) Information about all significant risks that may affect the activities of the Company;

4) Information on significant transactions of the Company and legal entities controlled by it (including related transactions made by the Company, one and (or) several legal entities controlled by it).

The Company discloses information on significant transactions with the Company's property, the value of which exceeds the amount specified in the Company's Articles of Association, as part of the disclosure on the Company's website on the Internet of decisions of the Board of Directors on approval of these transactions;

5) Information on paid dividends;

6) Presentation of the Company with the main results of activities and plans;

7) Information about other significant events affecting the financial and economic activity of the Company.

5. Information in the field of social and environmental responsibility of Rosseti Centre, PJSC:

1) the Company's policy in the social and environmental sphere;

2) Non-financial report of the Company;

3) the results of the technological and price audit of investment projects involving the construction, reconstruction, technical re-equipment of capital construction facilities;

4) Anti-corruption policy.

6. If the Company has legal entities controlled by it that are of significant importance to it, the Company undertakes to disclose information about such entities, in particular, information about the role performed by each of the significant legal entities controlled, about the key areas of activity of each of such entities, about functional relations between the key companies of Rosseti Centre's Group of Companies and on the mechanisms that ensure accountability and control within Rosseti Centre's Group of Companies, as well as information on changes in the degree of control of the Company over such entities.

7. The General Director of Rosseti Centre, PJSC and the Board of Directors of Rosseti Centre, PJSC have the right, by their decisions, to establish an additional list of information disclosed at the initiative of the Company.

Appendix 2 to the Regulation on the Information Policy of Rosseti Centre, PJSC

#### The list of individual decisions of the Board of Directors of Rosseti Centre, PJSC, disclosed by the Company additionally in comparison with the requirements of paragraph 15.1 of Chapter 15 of Section V of the Bank of Russia's Regulation No. 714-P dated March 27, 2020 "On Disclosure of Information by Issuers of Equity Securities"

1. Determination of priority areas of the Company's activities, approval of the Company's development strategy, long-term development programs of the Company, approval of the Company's business plan, approval of the Company's investment program and amendments to them<sup>2</sup>.

- 2. Participation and termination of participation of the Company in other organizations.
- 3. Determination of the credit policy of the Company.

4. Determining the position of the Company (representatives of the Company) on agenda items of the General Meetings of Shareholders and meetings of the Boards of Directors of legal entities controlled by the Company that are of significant importance to the Company<sup>3</sup>.

5. Approval of making by the Company:

a) transactions, the subject of which are non-current assets of the Company in the amount of more than 10 (Ten) percent of the book value of these assets of the Company according to the financial statements as of the last reporting date;

b) transactions (including several interconnected transactions) for the disposal by any means (or transfer of rights in any order) of real estate and/or equipment used directly for carrying out the main activities of the Company, with the book value of more than 5 percent of the book value of the Company's assets, or encumbrance by any means of the said property.

6. Approval of the methodology for calculating and evaluating the fulfillment of key performance indicators (KPIs) of the Company's top managers, their target values (adjusted values).

7. Determining the principles and approaches to the organization of the risk management and internal control systems in the Company, including the approval of the Company's internal documents that determine the Company's policies in the field of risk management and internal control.

8. Determining the principles and approaches to the organization of internal audit, including the approval of internal documents of the Company that determine the policy of the Company in the field of organization of the internal audit of the Company.

<sup>&</sup>lt;sup>2</sup> The decision of the Board of Directors of the Company on determining the priority areas of the Company's activities is not subject to disclosure by the Company in cases where such a decision contains confidential information.

<sup>&</sup>lt;sup>3</sup> The decision of the Board of Directors of the Company on determining the position of the Company (representatives of the Company) on agenda items of the General Meetings of Shareholders and meetings of the Boards of Directors of legal entities controlled by the Company that are material to the Company is not subject to disclosure by the Company in cases where such a decision contains confidential information.

Appendix 3 to the Regulation on the Information Policy of Rosseti Centre, PJSC

#### The list of additional information to be included in the annual report of Rosseti Centre, PJSC

1. Information about Rosseti Centre, PJSC and results of its activities:

1) General information (including a brief history, organizational structure of the Company);

2) Addresses to shareholders by the Chairman of the Board of Directors of the Company and the General Director of the Company, containing an assessment of the Company's activities for the year;

3) Information on the Company's securities, including on placement of additional shares by the Company and movement of capital for the year (changes in the composition of persons who have the right to directly or indirectly control at least 5 (Five) percent of the votes attributable to voting shares of the Company);

4) Information on the number of the Company's shares owned by the Company, as well as on the number of the Company's shares owned by legal entities controlled by the Company;

5) Main production indicators of the Company;

6) Key indicators of the financial statements of the Company;

7) Annual consolidated financial statements of the Company prepared in accordance with IFRS, together with an auditor's report on such statements;

8) The results of the Company achieved during the year in comparison with the planned ones;

9) Profit distribution and its compliance with the dividend policy adopted by the Company;

10) Investment projects and strategic objectives of the Company;

11) Prospects for development of the Company;

12) A brief overview of the most significant transactions made by the Company and legal entities controlled by it (including related transactions made by the Company, one and (or) several legal entities controlled by it) for the last year;

13) Description of the personnel and social policy of the Company, social development, health protection of employees, their professional training, ensuring labour safety;

14) Information about the Company's policy in the field of environmental protection and the environmental policy of the Company;

15) Implementation of the anti-corruption policy of the Company.

2. Information on corporate governance in Rosseti Centre, PJSC:

1) Description of the corporate governance system in the Company;

2) Report on the work of the Board of Directors (including Committees of the Board of Directors) for the year, which includes information on the number of in-person (absentia) meetings, on participation of each of the members of the Board of Directors of the Company in meetings, a description of the most significant issues and the most complex issues considered at meetings of the Board of Directors and Committees of the Board of Directors, the main recommendations that the Committees gave to the Board of Directors;

3) Results of the evaluation by the Audit Committee of the Board of Directors of the

Company of the effectiveness of the process of conducting external and internal audits;

4) Description of the Company's risk management and internal control system;

5) Description of procedures used in the election of external auditors<sup>4</sup> and ensuring their independence and objectivity, as well as information on the remuneration of external auditors for audit and non-audit services;

6) If an independent external consultant is engaged to evaluate the activities of the Board of Directors, information about such a consultant, whether the consultant has any connections with the Company, and the results of his assessment, as well as positive changes in the activities of the Board of Directors, carried out as a result of the previous assessment;

7) Information on the ownership of the Company's shares by members of the Board of Directors and the General Director of the Company;

8) Description of the remuneration system for members of the Board of Directors, including the amount of individual remuneration based on the results of the year for each member of the Board of Directors<sup>5</sup>;

9) Information on remuneration for the year of the General Director of the Company with a breakdown by each type of remuneration<sup>6</sup>;

10) Information on loans issued by the Company (a legal entity controlled by the Company) to members of the Board of Directors of the Company, the General Director of the Company and information on the compliance of the terms of loans (credits) issued with market conditions;

11) Information on the Company's compliance with the information policy;

12) Information on the Company's compliance with the principles and recommendations of the Corporate Governance Code of the Bank of Russia;

13) Other information provided for by the Articles of Association or internal documents of the Company.

<sup>&</sup>lt;sup>4</sup> The company's auditor confirming the accuracy of the Company's financial statements in accordance with Russian Accounting Standards, as well as the Company's auditor confirming the accuracy of the Company's consolidated financial statements in accordance with IFRS.

<sup>&</sup>lt;sup>5</sup> With the consent of a member of the Board of Directors for disclosure.

<sup>&</sup>lt;sup>6</sup> With the consent of the General Director of the Company for disclosure.

Appendix 4 to the Regulation on the Information Policy of Rosseti Centre, PJSC

### Measures for additional information support of shareholders during the General Meetings of Shareholders of Rosseti Centre, PJSC

1. The Company ensures that information is provided to shareholders during the preparation and holding of the General Meeting of Shareholders of the Company (hereinafter referred to as the Meeting) in the manner and within the time limits established by the legislation of the Russian Federation.

2. The Company provides its shareholders with access to information on who proposed the items on the agenda of the Meeting and who nominated candidates to the Board of Directors of the Company, the Audit Commission of the Company and to the auditors of the Company.

3. In order to form the most objective opinion with the shareholder on the issues on the agenda of the Meeting and to improve the validity of their decisions, the Company also provides the following information as part of the materials:

1) about who proposed each of the issues included in the agenda of the Meeting, and in relation to candidates nominated for election to the bodies of the Company, by whom they were nominated;

2) information about candidates to the Board of Directors of the Company in the composition provided for by the Regulation on the General Meeting of Shareholders of the Company;

3) information about the Company's nominated auditors sufficient to form an idea of their professional qualities, including the name of the self-regulatory organization of auditors, of which the Company's nominated auditor is a member, a description of the procedures used in the selection of external auditors that ensure their independence and objectivity;

4) the position of the Board of Directors of the Company regarding the agenda of the Meeting, as well as information on the presence of special opinions of the members of the Board of Directors of the Company on each item on the agenda;

5) information on results of the assessment of the market value of property contributed as payment for additional shares placed by the Company, as well as property and (or) shares of the Company, if such an assessment was carried out by an independent appraiser, or other information that allows the shareholder to form an opinion on the real value of the said property and its changes;

6) when making decisions on increasing or decreasing the authorized capital, approving major transactions and related party transactions, - substantiation of the need to make appropriate decisions and explaining the consequences for the Company and its shareholders if they are made;

7) when making changes to the Articles of Association of the Company and its internal documents - tables comparing the changes made with the current edition;

8) substantiation of the proposed distribution of net profit and assessment of its compliance with the dividend policy adopted by the Company.

4. The notice of the Meeting shall additionally indicate the list of documents required for the admission of shareholders or their representatives to participate in the Meetings.

5. The Company provides shareholders with the opportunity to participate in the Meeting via the Internet by filling out an electronic form of the ballot.

6. The Company in the process of preparing for the Meeting, as well as in order to organize a preliminary discussion of the issues on the agenda of the Meeting and candidates for the Board of Directors by the Company, in one or more of the following ways, namely: a hotline, an Internet forum, a special e-mail address - establishes feedback with shareholders on the agenda items of the Meeting.

7. In order for the shareholder to form the most objective opinion about the candidates to the Board of Directors, the Company, immediately after the approval of the candidates, seeks to disclose information in the most complete way, in particular:

- information about the person (group of persons) who nominated this candidate;
- information about the candidate's age and education;
- information about the positions held by him for a period of at least 5 (Five) last years;
  - information on the position(s) held by the candidate at the date of nomination;

• information on the nature of his relations with the Company, on membership in the Boards of Directors of other legal entities, as well as information on the nomination of such a candidate to the Board of Directors of the Company or for election (appointment) to a position in other legal entities;

• information about the relationship of the candidate with affiliates and major counterparties of the Company;

• information on the availability of consent to be elected to the Board of Directors of the Company;

• other information capable of influencing the performance of the respective duties by the candidate.

Appendix 5 to the Regulation on the Information Policy of Rosseti Centre, PJSC

### The indicative list of material information that Rosseti Centre, PJSC discloses in accordance with Chapter 50 of Section V of the Bank of Russia's Regulation dated March 27, 2020 No. 714-P "On Disclosure of Information by Issuers of Equity Securities"

The material information that Rosseti Centre, PJSC discloses in accordance with Chapter 50 of Section V of the Bank of Russia's Regulation dated March 27, 2020 No. 714-P "On Disclosure of Information by Issuers of Equity Securities" includes:

1) financial results under IFRS.

The financial results of the Company under IFRS are disclosed by the Company as material information by publishing the financial indicators of the Company under IFRS, in case of their significant deviation from the actual values of such indicators for the same period of the previous year, namely:

Indicator	Deviation (relative) from the actual value of the indicator
	for the same period of the previous year <sup>7</sup> , recognized as
	significant for the purpose of its disclosure as material
	information
Revenue	10 %
EBITDA	10 %
Net profit	10 %

2) operating indicators of the Company.

The operating indicators of the Company are disclosed by the Company as material information in case of their significant deviation as of the end of the reporting period (quarter, year) from the actual values of such indicators for the same period of the previous year, namely:

Indicator	Deviation (relative) from the actual value of the indicator for the same period of the previous year, which is recognized as significant for the purpose of its disclosure
	as material information
Supply of electricity from the grid	10 %
Transformer capacity	10 %
Length of power lines	10 %
Number of substations	10 %

3) information on the inclusion of the Company's securities (legal entities controlled by the Company and of significant importance to the Company) in the stock index calculation base, which are used by significant groups of institutional investors when making decisions on the inclusion of securities in their investment portfolios, information on the inclusion (exclusion) of securities of the Company (legal entities controlled by the Company that are of significant importance to the Company) to sectors, segments (from sectors, segments) of stock exchanges;

<sup>&</sup>lt;sup>7</sup> In accordance with the Company's consolidated financial statements under IFRS.

4) information on significant changes in the dividend policy approved by the Board of Directors of the Company (the Board of Directors of legal entities controlled by the Company that are material to the Company);

5) information about the plans for the Company (legal entities controlled by the Company that are material to the Company) to implement option programs approved by the Company's management bodies (legal entities controlled by the Company and of significant importance to the Company;

6) information about the plans of the Company (legal entities controlled by the Company that are of significant importance to the Company) approved by the federal executive authorities and/or the Company's management bodies to carry out the "acquisition" (merger) of other organizations, mergers with other organizations or implementation of significant joint projects;

7) other information about events (actions) that have already occurred or will occur in the financial and economic activities or corporate governance of the Company (legal entities controlled by the Company that are material to the Company) that, in the opinion of the Company, have a significant impact on the value or quotations of securities of the Company's securities and (or) to make a decision on the acquisition or alienation of the Company's securities by any stakeholder acting reasonably and in good faith.